

Robert J. Del Tufo
Andrew Muscato
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
(A Delaware Limited Liability Partnership)
Four Times Square
New York, New York 10036
Tel.: (212) 735-3000
Fax: (212) 735-2000
Robert.DelTufo@skadden.com
Andrew.Muscato@skadden.com

Attorneys for Defendants
Ness Technologies Inc., Satyam C. Cherukuri,
Issachar "Sachi" Gerlitz, Morris Wolfson,
Dan S. Suesskind, P. Howard Edelstein
and Gabriel Eichler

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

NISSIM BOTTON, On Behalf of Himself and
All Others Similarly Situated,

Plaintiff,

v.

NESS TECHNOLOGIES, INC., AHARON
FOGEL, AJIT BHUSHAN, SATYAM C.
CHERUKURI, SASHI GERLITZ, P.
HOWARD EDELSTEIN, GABRIEL
EICHLER, DAN S. SUESSKIND, MORRIS
WOLFSON, CITI VENTURE CAPITAL
INTERNATIONAL, JERSEY HOLDING
CORPORATION, AND JERSEY
ACQUISITION CORPORATION,

Defendants.

C.A. No.: 2:11-cv-03950(SRC)(MAS)

Oral Argument Requested

**NOTICE OF MOTION
TO DISMISS THE COMPLAINT**

TO: James E. Cecchi, Esq.
Lindsey H. Taylor, Esq.
CARELLA, BYRNE, CECCHI,
OLSTEIN, BRODY & AGNELLO
5 Becker Farm Road
Roseland, NJ 07068

Attorneys for Plaintiff Nissim Botton

COUNSEL:

PLEASE TAKE NOTICE that on Monday, August 15, 2011 at 10:00 a.m., or as soon thereafter as counsel may be heard, Defendants Ness Technologies Inc., Satyam C. Cherukuri, Issachar "Sachi" Gerlitz, Morris Wolfson, Dan S. Suesskind, P. Howard Edelstein and Gabriel Eichler (collectively, the "Ness Defendants"), through their counsel Skadden, Arps, Slate, Meagher & Flom LLP, will move before the Honorable Stanley R. Chesler, United States District Judge, at the M.L. King, Jr. Federal Building & Courthouse, 50 Walnut Street, Newark, New Jersey 07101, for an order dismissing this action with prejudice pursuant to Federal Rule of Civil Procedure 12(b)(1) and (6).

PLEASE TAKE FURTHER NOTICE that in support of their motion, Ness Defendants will rely on the Memorandum of Law in Support of the Ness Defendants' Motion to Dismiss; Certification of Andrew Muscato in Support of the Ness Defendants' Motion to Dismiss and exhibits thereto; and such other papers as may be filed in support of this motion. A proposed order is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that oral argument is hereby requested on the motion.

/s/ Andrew Muscato

Robert J. Del Tufo
Andrew Muscato
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
(A Delaware Limited Liability Partnership)
Four Times Square
New York, New York 10036
Tel.: (212) 735-3000
Fax: (212) 735-2000

OF COUNSEL:

John D. Donovan, Jr.
Brendon O. Carrington
ROPES & GRAY LLP
Prudential Tower
8000 Boylston Street
Boston, Massachusetts 02199-3600
Tel.: (617) 951-7566
Fax: (617) 235-0023

*Attorneys for Defendants
Satyam C. Cherukuri, P. Howard Edelstein
and Morris Wolfson*

Edward P. Welch
Robert S. Saunders
Ronald N. Brown, III
Arthur R. Bookout
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
Tel.: (302) 651-3000
Fax: (302) 651-3001

*Attorneys for Defendants Ness Technologies
Inc., Satyam C. Cherukuri, Issachar "Sachi"
Gerlitz, Morris Wolfson, Dan S. Suesskind,
P. Howard Edelstein and Gabriel Eichler*

DATED: July 21, 2011